

D
02-03-1999



100956994

1. Name of conveying party: Comsource Independent Foodservice Companies, Inc., a Delaware corporation

2. Name and address of receiving party:

EMCO/ComSource, Inc. a Delaware corporation
280 Interstate North Parkway
Suite 400
Atlanta, Georgia 30339

01-25-1999
U.S. Patent & TMOfr/TM Mail Rcpt Dt. #64

3. Nature of conveyance and execution date: Certificate of Merger and Change of Name effective as of August 31, 1997.

4. Trademark Registration & Application Numbers:

27 Trademark Registration Numbers as follows:

2,170,361	1,923,285	1,751,672	1,590,108	1,582,802	1,550,486	1,641,391
1,426,171	1,423,050	1,321,038	1,251,247	1,227,715	1,249,160	1,210,808
1,239,594	1,253,915	1,244,692	1,182,341	1,161,215	1,187,939	1,165,730
1,194,921	1,192,833	1,165,710	1,102,843	0,710,022	0,707,256	

8 Trademark Application Numbers as follows:

75/501,708	75/501,189	75/501,188	75/501,186	75/501,179	75/301,740	75/250,940
75/250,933						

5. Mail correspondence concerning document to:
Edmund B. Burke, Esq.
Powell, Goldstein, Frazer & Murphy LLP
191 Peachtree Street
Atlanta, GA 30303

02/02/1999 DNGUYEN 00000172 2170361

01 FC1481
02 FC1482

40.00 DP
850.00 DP

6. Total number of applications/ registrations involved: Thirty-five (35)

7. Total fee (37 CFR 3.41), enclosed: \$890.00. 8. Deposit account number: N/A

9. Statement and signature: To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Edmund B. Burke

25 Jan 1999
Date

Total Number of Pages for This Cover Sheet: One (1)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EMCO FOODSERVICE SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "COMSOURCE INDEPENDENT FOODSERVICE COMPANIES, INC." UNDER THE NAME OF "EMCO/COMSOURCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 1997.



2147567 8100M

971291960

Edward J. Freel, Secretary of State

8631754

AUTHENTICATION:

09-02-97

DATE:

SEP 2 1997

SEP 2 1997

CERTIFICATE OF MERGER

of
EMCO FOODSERVICE SYSTEMS, INC.,
a Delaware corporation

WITH AND INTO

COMSOURCE INDEPENDENT FOODSERVICE
COMPANIES, INC.,
a Delaware corporation

Pursuant to Section 251(c) of the Delaware General Corporation Law, COMSOURCE INDEPENDENT FOODSERVICE COMPANIES, INC., a Delaware corporation (this "Corporation") adopts the following Certificate of Merger and does hereby certify and state that:

1. The name and state of incorporation of each of the constituent corporations of the Merger (as hereinafter defined) as follows:

<u>Name</u>	<u>State of Incorporation</u>
ComSource Independent Foodservice Companies, Inc.	Delaware
EMCO Foodservice Systems, Inc.	Delaware

2. An Agreement and Plan of Merger by and between EMCO Foodservice Systems, Inc. ("EMCO") and this Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of this Corporation and EMCO in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

3. This Corporation shall be the surviving corporation of the merger of EMCO with and into this Corporation (the "Merger").

4. Upon the effectiveness of the Merger, the Certificate of Incorporation of this Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A hereto, which provides for, among other things, the name change of this Corporation, as the surviving corporation, to "EMCO/Comsource, Inc."

5. The executed Merger Agreement is on file at the following office of this Corporation:

280 Interstate North Parkway
Suite 400
Atlanta, Georgia 30339

6. A copy of the executed Merger Agreement will be provided by this Corporation, on request and without cost to any stockholder of this Corporation or EMCO.

7. The Merger shall be effective as of 5:00 p.m. Eastern Time on August 31, 1997.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Merger to be signed by Alan R. Plasseche, its authorized officer, this 27th day of August, 1997.

COMSOURCE INDEPENDENT FOODSERVICE
COMPANIES, INC.

By: Alan R. Plasseche
Name: Alan R. Plasseche
Title: President

ATTEST:

By: Donna K. Campbell
Name: Donna K. Campbell
Title: Assistant Secretary

[CORPORATE SEAL]

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